Management's Discussion and Analysis of Financial Condition and Results of Operation

For the Year Ended October 31, 2021

As of February 25, 2022

TABLE OF CONTENTS

1. INTRODUCTION

This management's discussion and analysis ("**MD&A**") should be read in conjunction with Copper Fox Metals Inc.'s (the "**Company**" or "**Copper Fox**") audited annual consolidated financial statements for the years ended October 31, 2021 and 2020, and the related notes thereto.

All the Company's material subsidiaries are wholly owned. As of October 31, 2021, the Company owned 23.87% of the outstanding common shares of District Copper Corp., ("**District"** or **"District Copper"**). Accounting policies are applied consistently throughout all consolidated entities.

Technical and corporate information contained in this MD&A has previously been disseminated by way of news releases and are filed on SEDAR at www.sedar.com and on the Company's website at www.copperfoxmetals.com. The reader should be aware that historical results are not necessarily indicative of future performance (readers should refer to "*Forward Looking Statements*" on page 4).

All amounts expressed are in Canadian dollars unless otherwise stated. The MD&A is current as of February 25, 2022, and was reviewed, approved, and authorized for issue by the Company's Board of Directors on that date.

Description of Business

Copper Fox is a Canadian based resource company with a Tier 1 listing on the TSX Venture Exchange ("**TSX:V**") under the trading symbol "CUU" and on the OTCQX® Best Market ("**OTCQX**") under the symbol "CPFXF". The Company is focused on the exploration and development of copper projects in North America. The Company maintains its head office at Suite 650, 340 – 12th Avenue SW, Calgary, Alberta, Canada.

Copper Fox has a pipeline of high-quality operated and non-operated exploration and advanced staged porphyry and in-situ copper recovery ("**ISCR**") projects. This pipeline of projects provides the Company with the ability to increase value through exploration and advanced stage development studies. Copper Fox's primary assets are its 25% interest in the Schaft Creek Joint Venture (**"SCJV"**) with Teck Resources Limited ("**Teck**") on the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and its 100% owned Van Dyke copper project located in Miami, Arizona.

Copper Fox's wholly owned subsidiaries Desert Fox Copper Inc. ("**Desert Fox**") and Northern Fox Copper Inc. ("**Northern Fox**") were established to manage all future exploration and development activities, including equity interest acquired in other mineral projects within North America. Desert Fox holds the US assets of the Company and Northern Fox holds the Eaglehead project and the investment in District Copper. Desert Fox's wholly owned subsidiaries Desert Fox Minerals Co, Desert Fox Van Dyke Co, and Desert Fox Sombrero Butte Co, hold mineral tenures located in Pinal and Gila Counties, which are all located in the Laramide age porphyry copper belt in Arizona. Northern Fox holds the Eaglehead project in northwestern British Columbia.

To date the Company has not earned revenues from any of these activities and these projects are still considered to be in the exploration and development stage.

As at the date of this MD&A, Copper Fox's directors and officers are as follows:

Directors	**Officers and Position**
Elmer B. Stewart (Chairman)	Elmer B. Stewart, President and Chief Executive Officer
R. Hector MacKay-Dunn	Mark T. Brown, Chief Financial Officer
J. Michael Smith	J. Michael Smith, Corporate Secretary
Ernesto Echavarria	
Erik Koudstaal	

Audit Committee	**Corporate Governance and Nominating Committee**	**Compensation Committee**
Erik Koudstaal (Chairman)	Elmer B. Stewart	R. Hector MacKay-Dunn
J. Michael Smith	Erik Koudstaal	J. Michael Smith
Ernesto Echavarria	R. Hector MacKay-Dunn	Ernesto Echavarria

Qualified Person

Mr. Elmer B. Stewart, MSc. P. Geol., President and CEO of the Company, is the qualified person as defined under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") who has reviewed and approved all technical and scientific disclosure contained in this MD&A regarding the Company's mineral properties. Mr. Stewart is not independent of the Company.

2. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral resource and mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability.

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. This MD&A contains forward-looking statements which reflect management's expectations and goals, as well as statements with respect to our belief, plans, objectives, expectations, anticipations, estimates and intentions. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements.

Forward-looking statements include, without limitation, information concerning possible or assumed future results of the Company's operations. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements do not guarantee future performance and involve assumptions and risks and uncertainties that are difficult to predict, therefore, actual results may differ materially from what is expressed, implied, or forecasted in such forward-looking statements.

By their very nature, forward looking statements involve several known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements considering the risk factors set forth below and as further detailed in the "*Risks and Uncertainties*" section of this MD&A.

These risk factors include, but are not limited to, fluctuation in metal prices which are affected by numerous factors such as global supply and demand, inflation or deflation, global political and economic conditions; the Company's need for access to additional capital to explore and develop its projects; the risks inherent in the exploration for and development of minerals including the risks of estimating the quantities and qualities of minerals, operating parameters and costs, receiving project permits and approvals, successful construction of mining and processing facilities, and uncertainty of ultimate profitability of mining operations; risks of litigation and other risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this

MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and other uncertainties and potential events.

3. YEAR ENDED OCTOBER 31, 2021, HIGHLIGHTS AND SIGNIFICANT EVENTS

- On November 3, 2020, Copper Fox reported that the metallurgical and process portions, copper production schedules, annual production of 85Mlbs/year, a sweep efficiency of 89% and metallurgical recovery at 90% have been established for the Van Dyke Preliminary Economic Assessment ("**PEA**").
- On November 24, 2020, Copper Fox engaged Tetra Tech Canada Inc. ("**Tetra Tech**") to prepare a PEA for the Schaft Creek project. The PEA would provide an update on technical and economic changes to the Schaft Creek project based on a 133,000 tonne per day ("**tpd**") mining and milling throughput case.
- On December 10, 2020, Copper Fox provided an update related to the PEA for the Schaft Creek project, the PEA on the Van Dyke project, the Notice of Work and Permit to conduct exploration activities on the Eaglehead project and preparation of the 2021 Geologic Field Operation Plan ("**GFOP**") to conduct drilling operations on the Sombrero Butte project in Arizona.
- On January 13, 2021, Copper Fox announced results from an external, independent PEA for its Van Dyke ISCR project. The PEA was prepared under the direction of Moose Mountain Technical Services ("**MMTS**") with an effective date of December 30, 2020 (see Property Summary in this MD&A).
- On February 4, 2021, Copper Fox provided an update on the progress of the PEA for the Schaft Creek project.
- On March 1, 2021, Copper Fox announced that it filed on SEDAR a technical report titled "NI 43-101 Preliminary Economic Assessment Technical Report for the Van Dyke Copper Project" dated February 26, 2021, prepared by MMTS and Ausenco.
- On March 3, 2021, Copper Fox announced the SCJV 2021 program and budget for the Schaft Creek project. The $3.4 million 2021 Program is designed to review construction timeline and offsite infrastructure costs, metallurgical testwork to confirm throughput assumptions, ensure a 'fit for purpose' process design flowsheet, confirm opportunities to decrease the life of mine ("**LOM**") strip ratio, and update regulatory requirements in accordance with the updated project configuration and associated permitting timeline.
- On March 15, 2021, Copper Fox provided an update related to the PEA for the Schaft Creek project, the environmental assessment on the Mineral Mountain project and the Mines Act Permit to conduct exploration activities on the Eaglehead project.
- On March 22, 2021, Copper Fox announced the results of the Mineral Resource Estimate for the Schaft Creek project (see Property Summary in this MD&A).
- On April 5, 2021, the Company announced that it planned to complete a deep penetrating induced polarization ("**IP**") (chargeability/resistivity) survey on its Mineral Mountain copper project located approximately 15 miles east of Florence, Arizona.

- On April 8, 2021, the Company announced the appointment of Mark T. Brown as Chief Financial Officer of the Company effective April 23, 2021, and Braden Jensen stepping down to pursue other opportunities on that date.
- On April 20, 2021, Copper Fox announced the purchase of the Eaglehead porphyry copper project located in northwestern British Columbia (see Property Summary in this MD&A).
- On May 11, 2021, Copper Fox announced that it filed on SEDAR a technical report titled "Mineral Resource Estimate Update for the Schaft Creek Property, British Columbia" dated January 15, 2021, prepared by H. Ghaffari, MASc, P. Eng, and J. Huang, PhD, P. Eng, of Tetra Tech Canada Inc. and Michael F. O'Brien, P. Geo, of Red Pennant Geosciences.
- On May 13, 2021, Copper Fox provided an update on progressing the PEA for the Schaft Creek project.
- On June 10, 2021, Copper Fox provided an update on the compilation and interpretation for the Eaglehead project.
- On July 6, 2021, Copper Fox released the results of the IP survey on its Mineral Mountain project.
- On July 14, 2021, Copper Fox announced the commencement of its 2021 program on the Eaglehead project.
- On August 17, 2021, following the recommendations of the Van Dyke 2020 PEA, the Company retained Montgomery & Associates ("**Montgomery**"), a water resource consulting firm headquartered in Tucson, Arizona, to complete a data gap analysis of the Van Dyke project in relation to current EPA (Environmental Protection Agency) and ADEQ (Arizona Department of Environmental Quality) requirements to obtain a Class III well permit for the project.
- Effective on September 7, 2021, the Company upgraded from the OTC Pink market to the OTCQX and continued to trade under the symbol CPFXF. The Company also retained the services of Stonegate Capital Partners Inc. to provide investor relations services for a period of six months.
- On September 15, 2021, the Company provided an update on activities in advance of the Company's annual general meeting ("**AGM**") on September 16, 2021, including, the 2021 Schaft Creek drilling program, the data gap analysis and conceptual Hydrogeological Model for the Van Dyke project and the IP survey at the Eaglehead project.
- On September 20, 2021, the Company provided the results of the PEA for the Schaft Creek project (see Property Summary in this MD&A).
- On October 7, 2021, the Company provided an update on its Van Dyke ISCR project in advance of discussions with the EPA and ADEQ.
- On October 27, 2021, the Company provided an update on the Schaft Creek 2021 metallurgical drilling program with the primary objective of collecting geometallurgical samples for additional metallurgical testwork.

Subsequent to the Year Ended:

- On November 5, 2021, the Company filed on SEDAR the NI 43-101 technical report which included the results of a PEA for the Schaft Creek project.
- On November 10, 2021, the Company provided an update on the exploration activities completed during the 2021 field program on its Eaglehead property.
- On November 29, 2021, the Company provided an update on its Van Dyke ISCR project. Montgomery completed an order of magnitude (plus/minus 30%) estimate of the timeline, costs and data/surveys required to complete the hydrogeological portion of the pre-application and formal permitting process for the Van Dyke project.
- On January 6, 2022, the Company provided an update on its Eaglehead project. The identification of several chemically distinct intrusive phases and three episodes of copper mineralization in the Far East zone extended the porphyry 'footprint' approximately 3km to the southeast. Highlights of the re-logging and sampling program identified mineralized intervals in all drill holes; the core interval from 70.26m to 160.32m in DDH-066 contained four intervals of Cu-Mo-Au-Ag mineralization, including a 12.56m interval that returned a weighted average of 0.473% Cu, 0.013% Mo, 0.119g/t Au and 7.53g/t Ag, and DDH-78 contained two intervals of Cu-Au-Ag mineralization including 0.276% Cu, 0.003% Mo, 0.732g/t Au and 6.85 g/t Ag over a core interval of 7.17m.
- On January 20, 2022, the Company identified additional porphyry targets at Eaglehead project using the magnetization vector inversion (MVI) analyses with four interpreted intrusives located along the Thibert fault exhibit a strong positive correlation to known areas of copper mineralization and copper-molybdenum (Cu-Mo) in-soil geochemical anomalies.
- On February 1, 2022, the Company provided the results of the ORION Swath DCIP survey and the details of a mineral tenure exchange on its Eaglehead property. The ORION survey extended the area covered by the 2014 geophysical survey approximately three km north of the Camp-Pass zones to map the chargeability/resistivity signatures underlying a large area of copper mineralization in outcrop/subcrop and coincident soil copper-molybdenum in soil geochemical anomaly. The Company also completed the mineral tenure exchange with Giga Metals Corp. extending a portion of the project boundary approximately 1.5 km to the north over the Eaglehead intrusion.
- On February 9, 2022, the Company provided its 2022 exploration plans for its 100% owned exploration stage projects that included 2,500m of drilling and preliminary metallurgical testwork on the Eaglehead project and airborne geophysical surveys on the Mineral Mountain and Sombrero Butte projects. The completion of the 2022 work programs is contingent on receipt of required permits in BC and Arizona.

4. PROPERTY SUMMARY

Industry Overview

The repercussions of the COVID-19 pandemic ("**COVID-19**") continue to impact world economies. According to the International Copper Study Group, the copper market showed a minor (161,000 tonnes) supply deficit, for the first three quarters of 2021 but generally seems to be in balance. On the supply side, global exchange stocks have fallen. Going forward, consensus in the near-term ranges from a small supply surplus to a supply deficit. Increases in 2022 treatment/refining charges suggests more concentrate availability in 2022.

The recent social and geopolitical unrest in several of the major copper producing countries is expected to continue to impact the short to medium term copper supply. With global policies continuing to focus on green initiatives, sustainable energy generation, transmission, and consumption, the demand for copper, a major component in these initiatives, is expected to increase significantly. The long-term outlook and demand fundamentals for the copper industry is bullish, driven by these factors. On the supply side, a combination of factors including supply disruptions, declining head grades, a low inventory of large, advanced stage copper projects in the exploration and development pipeline and social and geopolitical unrest, bodes well for future copper prices.

Corporate Overview

The recent discovery of a new variant of the COVID 19 virus, is expected to prolong government-imposed restrictions, thus impacting the availability of services, timing and duration of operations. Currently, it is not possible to predict the duration or magnitude of the adverse results of this new variant on our business.

Despite the operational delays resulting from COVID-19, the Company retained independent engineering groups to complete PEAs on its 100% owned Van Dyke project in Arizona, and the Schaft Creek project (Copper Fox 25%) in northwestern British Columbia. The results of the PEAs were announced on January 13, 2021 for Van Dyke and September 20, 2021 for Schaft Creek. The company also completed a deep penetrating reconnaissance geophysical survey on the Mineral Mountain project and a mapping, re-logging, sampling, and a deep penetrating geophysical program on the Eaglehead project.

In addition, the Company strengthened its management team with the appointment of Mark T. Brown, B. Comm, CPA, CA, as Chief Financial Officer of the Company effective April 23, 2021, and upgraded its listing in the US to the OTCQX effective September 7, 2021.

On September 16, 2021, Copper Fox held their AGM and at that time let their 2009 Omnibus Share Compensation Plan lapse, the Company no longer has a stock option plan.

COVID-19 Response Plan

The Company has developed COVID-19 protocols based on updated rules and regulations outlined by the Province of BC's Ministry of Energy, Mines and Low Carbon Innovation and is following guidelines recommended by the State of Arizona.

Environment, Social and Governance ("ESG")

The Company is committed to operating as good stewards of the environment to ensure future generations enjoy the project areas as those before them have. It has been the Company's experience to engage with the local communities as they have been found to be invaluable with local knowledge and in preserving the local cultures and customs. The board maintains robust corporate governance practices to ensure shareholders, employees, regulatory agencies, and other stakeholders will have confidence and trust in the Company.

Schaft Creek Joint Venture

The SCJV was created in 2013 between Teck and Copper Fox to further explore and develop the Schaft Creek project. The project hosts one of the largest undeveloped porphyry copper-gold-molybdenum-silver deposits in North America located in Tahltan Territory in northwestern British Columbia. The Schaft Creek deposit remains open to expansion in several directions and the exploration potential to locate additional zones of porphyry style mineralization within the project is considered significant.

Under the SCJV agreement, Teck is required to make three cash milestone payments to the Company: (i) $20 million upon entering into the agreement (received), (ii) $20 million upon a production decision approving mine construction, and (iii) $20 million upon completion of construction of mine facilities.

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first $60 million in pre-production costs. If pre-production costs exceed $60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling $40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest.

By way of example, assuming the existing 75% interest held by Teck and the 25% interest held by the Company remain unchanged, pre-production expenditures on the Schaft Creek Project would have to exceed a cumulative total of $220 million to eliminate the two cash milestone payments payable to the Company through set-off, after which Teck would be obligated to fund the Company's pro-rata share of additional pre-production costs by way of loan to the Company (at prime plus 2%).

On May 11, 2021, Copper Fox Metals filed on SEDAR a NI 43-101 Technical Report, titled "Mineral Resource Estimate Update for the Schaft Creek Property, British Columbia, Canada", with an effective date of January 15, 2021, prepared by H. Ghaffari. M.A.Sc., P. Eng. and J. Huang, Ph.D., P.Eng., of Tetra Tech and Michael F. O'Brien, P. Geo. of Red Pennant Geosciences.

The updated resource estimate formed the basis of the Schaft Creek PEA and identified opportunities to grow the project resource base. Approximately 80% of the mineral resources in the Schaft Creek deposit are classified as Measured and Indicated.

Resource Estimate for the Schaft Creek Project, effective date January 15, 2021:

		Average Value					*Metal Content*			
Category	**Mass**	**Cu**	**Au**	**Mo**	**Ag**	**CuEq**	**Cu**	**Au**	**Mo**	**Ag**
	Mt	%	g/t	%	g/t	%	Mlb	Moz	Mlb	Moz
Measured	176.4	0.32	0.22	0.018	1.46	**0.48**	1,261.49	1.28	71.03	8.26
Indicated	1,169.1	0.25	0.15	0.017	1.22	**0.37**	6,502.98	5.69	439.56	46.00
Total M&I	**1,345.5**	**0.26**	**0.16**	**0.017**	**1.25**	**0.39**	**7,764.47**	**6.97**	**510.59**	**54.26**
Inferred	343.6	0.17	0.11	0.013	0.84	**0.26**	1,303.07	1.18	95.50	9.28

Mt=millions of tonnes, Cu=copper, Au=gold, Mo=molybdenum, Ag=silver, CuEq=copper equivalent, Mlb=millions of pounds, Moz=millions of ounces.
Mineral Resources are reported using the 2014 CIM Definition Standards.
Mineral Resources are reported within a conceptual constraining pit shell that includes the following input parameters:
Metal prices of $3/lb Cu, $1,200/oz Au, $10/lb Mo, $20/oz Ag, and pit slope angles that vary from 40–44º, metal prices are in US$.
Metallurgical recoveries reflective of prior test work that averages: 86.6% for copper, 73.0% for gold, 58.8% for molybdenum and 48.3% for silver.
Mineral Resources are reported using a net smelter return ("NSR") cut-off of US$4.31/t.
Tonnes are metric tonnes, with copper and molybdenum grades as percentages, and gold and silver grades as gram per tonne units.
Copper and molybdenum metal content is reported in pounds and gold and silver content is reported in troy ounces.
Totals and Metal Content may not sum due to rounding and significant digits used in calculations.
Copper Equivalent % was estimated using average metallurgical recoveries for copper, gold, molybdenum and silver and metal prices stated.

The Technical Report recommended 7,300 metres of drilling within the core of the resource area to collect geotechnical data, provide samples for metallurgical testwork, increase the confidence of the mineral resource categories, and investigate potential extension to the mineralization. The cost of the recommended program was estimated to be $4.96 million.

On September 20, 2021, the Company released the results of the PEA for the Schaft Creek project. The Technical Report, titled "Schaft Creek Preliminary Economic Assessment (PEA), NI 43-101 Technical Report", with an effective date of September 10, 2021, prepared by Tetra Tech, H. Ghaffari. M.A.Sc., P.Eng., et.al. as Qualified Persons, was filed on www.sedar.com on November 5, 2021.

PEA Highlights

Metal Price Assumptions: Cu: US$3.25/lb, Au: US$1,500/oz, Mo: US$10.00/lb, Ag: US$20.00/oz
Results expressed on a 100% basis and in US$ unless otherwise stated

- Pre-tax net present value **("NPV")** at 8 per cent **(%)** of $1.4-billion and internal rate of return **("IRR")** of 15.2%;
- After-tax NPV_8 of $842.1-million and IRR of 12.9%;

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

- Average annual EBITDA (earnings before interest, taxes, depreciation, and amortization) of $695.4 million based on first five years (years two to six) at full production, and $10.8-billion LOM
- Average annual free cash flow (FCF) before recovery of capital costs of $633.4 million based on first five years (years two to six) at full production and $9.96 billion LOM;
- Net smelter return ("**NSR**") of $20.63 per tonne;
- 21-year LOM producing approximately 5.0 billion pounds (lb) or 2.3 million tonnes (t) copper, 3.7 million ounces (oz) gold, 226.0 million lb molybdenum and 16.4 million oz silver in concentrate;
- 133,000-tpd LOM nominal milling rate at 92-per-cent capacity processing 1.03 billion tonnes of mill feed LOM, representing approximately 60 per cent of identified mineral resources;
- Estimated initial capital costs of $2,653 million, not including sustaining capital costs of $848.7 million, which is inclusive of $154.0-million closure costs. Operating costs are estimated to be $8.66/t processed;
- C1 cost (net of by-product credits); for first five years (years two to six) at full production of $0.46 per pound of payable copper and $1.00 per pound payable copper LOM;
- All-in sustaining costs for first five years (years two to six) at full production of $0.72 per pound payable copper and $1.18 per pound payable copper LOM.
- Capital intensity (excluding contingency) is estimated to be approximately C$20,200 (US$15,500) per operating tonne and C$17,200 (US$13,200) per operating tonne of payable CuEq production.

The results of the 2021 Schaft Creek PEA are preliminary in nature as it includes an inferred mineral resource which is considered too speculative geologically to have the economic considerations applied that would enable them to be categorized as mineral reserves. There is no certainty that the PEA forecasts will be realized or that any of the resources will ever be upgraded to reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Summary of PEA Economic Model

The PEA, of the Schaft Creek Project was prepared on a 100% basis (ownership Teck 75%, Copper Fox 25%). The Pre-Tax and After-Tax project economic analysis (reflecting constant 2021 US dollars) is based on payable metal and was prepared using revenues and costs projected into the future on a constant annual basis and then discounted using mid year discounting at a rate of 8% per annum to yield the NPV and IRR. Net Smelter Return, Capital, Operating and Sustaining Costs, Closure Costs, Net Proceeds Interests payments, BC Mineral Tax, and Federal and Provincial income taxes are included in the financial analysis. Metal prices are based on Long Term consensus metal prices (Energy and Metals Consensus Forecast, inflation adjusted pricing dated June 2021).

The Operational and Financial Summary for the 2021 Schaft Creek PEA, is set out below:

Category	**Unit**	**Total (1)**			**Annual Average (2)**		
		Years 2 to 6	**First 10 years**	**LOM**	**Years 2 to 6**	**First 10 years**	**LOM**
Mining							
Total Material Moved	Mt	546.3	1,236.4	2,073.6	109.3	123.6	98.7

Processing							
Total Material Processed	Mt	243.0	469.0	1,030.2	48.6	46.9	49.1
Head grade - copper	%	0.288	0.281	0.265	0.288	0.281	0.265
Head grade - gold	g/t	0.203	0.187	0.157	0.203	0.187	0.157
Head grade - silver	%	1.225	1.202	1.229	1.225	1.202	1.229
Head grade - molybdenum	g/t	0.014	0.015	0.017	0.014	0.015	0.017
Production							
Copper	Mlbs	1,290.3	2,429.4	4,994.6	258.1	242.9	237.8
Gold	kozs	1,162.5	2,045.7	3,695.0	232.5	204.6	176.0
Silver	kozs	3,848.8	7,208.6	16,412.5	769.8	720.9	781.5
Molybdenum	klbs	45,459	89,838	226,457	9,092	8,984	10,784
Copper equivalent [3]	Mlbs	1,990.5	3,694.3	7,497.8	398.1	369.4	357.0
Financial Summary							
Revenue (net of TCRC)	$USM	5,867.4	10,867.4	21,959.1	1,173.5	1,086.7	1045.7
Site Operating costs	$USM	(2,092.5)	(4,337.8)	(8,921.5)	(418.5)	(433.8)	(424.8)
Concentrate transportation costs	$USM	(181.4)	(342.1)	(709.4)	(36.3)	(34.2)	(33.8)
NPI & Other Offsite Costs	$USM	(45.3)	(200.4)	(593.1)	(9.1)	(20.0)	(28.2)
EBITDA [6]	$USM	3,477.1	5,813.5	10,812.9	695.4	581.3	514.9
Free Cash Flow (including Initial Capex)	$USM	747.4	2,578	7,376	124.6	257.8	351.2
Free Cash Flow (excluding Initial Capex) [1]	$USM	3,167	5,231	9,964	633.4	523.1	474.5
Cash Costs [4]							
Before by-product credits	$US/lb. Cu	(2.17)	(2.40)	(2.56)	(2.17)	(2.40)	(2.56)
After by-product credits	$US/lb. Cu	(0.46)	(0.77)	(1.00)	(0.46)	(0.77)	(1.00)
All-in sustaining costs	$US/lb. Cu	(0.72)	(1.00)	(1.18)	(0.72)	(1.00)	(1.18)
Capital Costs							
Initial Capital (direct, indirect, contingency)	$USM	(2,653.2)					
Sustaining Costs	$USM	(334.4)	(541.8)	(848.7)	(66.9)	(54.2)	(40.4)
Closure costs	$USM	included in sustaining capex					
Economic Summary							
Pre-Tax							
Net Present Value (8%)	$USM	**1,383.5**					
Internal Rate of Return	%	**15.2**					
Payback Pre-Tax [5]	years	**4.4**					
Post-Tax							
Net Present Value (8%)	$USM	**842.1**					
Internal Rate of Return	%	**12.9**					
Payback Post-Tax [5]	years	**4.8**					

Notes to above table:

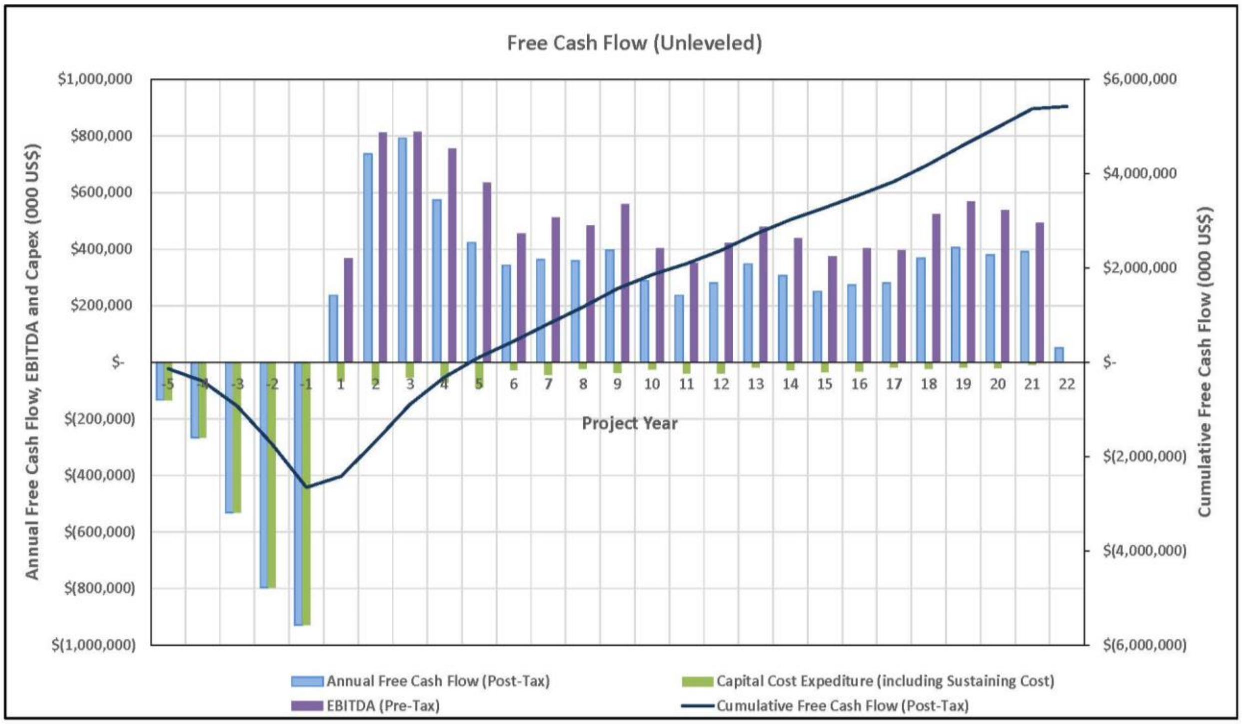
Mt=millions of tonnes, Kt=thousands of tonnes, %=percent, g/t=grams per tonne, Mlbs=million of pounds, koz=thousands of ounces, US$M=million US dollars, C$M=million Canadian dollars, Cu=copper, Au=gold, Mo=molybdenum, Ag=silver

1) Years 2-6 are first five years of full production, excluding the first partial year of operations. The first 10 years includes the first partial year of operations
2) Annual Average for years 2-6 excludes the first partial year of operations. The first 10 years includes the first partial year of operations
3) Copper equivalent numbers are calculated by converting gold, molybdenum and silver production into copper equivalent lbs. using base case metal prices
4) *Cash Costs before by-product credits* allocate all costs, except for specific gold and silver refining costs and molybdenum concentrate freight costs and roasting charges to the payable copper produced; *Cash Costs after by-product credits* deduct the revenue received from gold and silver in copper concentrate and molybdenum concentrate sales net of specific gold and silver refining charges and molybdenum concentrate freight; *Cash Costs* are inclusive of all costs during operations
5) *Payback* is the number of years from first production that Initial Capital payback is achieved
6) *EBITDA* is a financial term showing earnings before deduction of interest, taxes, depreciation, and amortization Project EBITDA is net of Net Proceeds Interests payments and BC Mineral Tax

7) *C1 Cost and All in Sustaining Costs,* ("AISC") are non-GAAP financial measures which does not have a standardized meaning prescribed by International Financial Reporting Standards (IFRS). These measures are meant to provide further information to investors and should not be considered in isolation or used as a substitute for other measures of performance prepared in accordance with IFRS

Revenue split by commodity is copper (66.6%), gold (22.7%), molybdenum (9.3%) and silver (1.3%).

The PEA After-Tax Annual and Cumulative FCFs, EBITDA and Capital Cost Expenditure are shown below:



For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

The sensitivity and incremental percentage change (8% discount rate) of the EBITDA, Free Cash Flow (FCF) and NPV based on incremental changes in metal prices, FOREX (CAD:USD), Operating costs (Opex), and Initial Capital costs on after-tax basis are shown below:

	1st 5 years EBITDA Base Case US$695M		**1st 5 years After-Tax FCF Base Case US$574M**		**After-Tax NPV Base Case US$842M**	
CADUSD *(+/- 10 points)*	662; (5%)	724; 4%	558; (3%)	587; 2%	566; (34%)	1,098; 29%
Copper Price *(+/- $0.25/lb)*	636; (9%)	755; 9%	532; (7%)	615; 7%	613; (28%)	1,094; 28%
Opex *(+/- 5%)*	675; (3%)	715; 3%	560; (2%)	587; 2%	766; (10%)	943; 10%
Gold *(+/- $100/oz)*	674; (3%)	717; 3%	558; (3%)	589; 3%	778; (9%)	931; 9%
Initial Capex *(+/- 5%)*	695; 0%	695; 0%	567; (1%)	580; 1%	781; (9%)	928; 9%
Molybdenum *(+/- $1.00/lb)*	687; (1%)	704; 1%	568; (1%)	580; 1%	814; (5%)	895; 5%
Silver *(+/- $1/oz)*	695; (0%)	696; 0%	573; (0%)	574; 0%	852; (0%)	857; 0%

Note: *Green represents an increase in the input variable; grey represents a decrease. Base Case=The economic analysis in this news release. Images in this news release can be seen on the PDF version of the news release located on SEDAR and our website www.copperfoxmetals.com.*

The BC Mineral Tax (Provincial Resource Tax) is deductible from Federal and Provincial taxes payable. Federal, Provincial and BC Mineral Tax payable based on the PEA financial model totals C$3.775 billion.

PEA Recommendations

The PEA recommended a work program estimated to cost C$23.2M consisting of geological and geotechnical drilling, metallurgical testwork, and additional environmental and infrastructure studies to complete a potential Pre-Feasibility Study ("**PFS**").

Exploration Potential
The exploration potential of the Schaft Creek project is described in detail in the Technical Report entitled "Mineral Resource Estimate Update for the Schaft Creek Property, British Columbia, Canada", prepared by Tetra Tech Canada Inc. with an effective date of January 15, 2021. The mineralization in the Schaft Creek deposit is open in several directions and additional drilling is required to test the extension of the mineralization in these directions.

The Schaft Creek Project covers a 12km long mineralized trend that hosts the Discovery and LaCasse zones located between 1.5 to 3.0km north of the Schaft Creek deposit. Limited diamond drilling in both zones intersected significant intervals of porphyry style Cu-Mo-Au-Ag mineralization that is open in several directions. The exploration potential of the 12km long trend is considered significant to host additional porphyry style copper mineralization.

Project Enhancements
The PEA identified opportunities that could enhance the investment opportunity of the Schaft Creek Project including:

a) Additional metallurgical testwork to increase metal recoveries and reduce processing costs
b) Geotechnical drilling to potentially reduce the LOM strip ratio
c) Infill drilling to increase confidence in the resource model, extend the limits of the mineralization and upgrade the Mineral Resources to a higher Mineral Resource category
d) Pursue opportunities to reduce the project development execution timeline from the current 5 years

During the 4th Quarter, the SCJV completed a portion of the proposed 2021 metallurgical drilling program. Early termination of the program was due to concerns about worker safety considering the onset of winter weather conditions. Highlights are set out below.

A total of 835 metres of drilling were completed and logged for lithological, mineralogical, alteration and geotechnical data. The drill holes were located to expand the metallurgical sampling coverage and better inform metal recoveries and comminution characteristics within the early part of the life of mine as set out in the 2021 Schaft Creek PEA. The metallurgical samples for comminution and grinding and flotation testwork will be selected on receipt of the drill core analytical results. Processing of the metallurgical samples is expected to commence in in early 2022. The 2021 environmental baseline program was successfully completed.

During the year ended October 31, 2021, Copper Fox incurred $246,989 in expenditures towards the Schaft Creek project.

The 2022 Schaft Creek work program and budget is expected to be announced in early March.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

Van Dyke Project

In 2012, Copper Fox through its wholly owned subsidiary Desert Fox, acquired a 100% working interest in the Van Dyke copper project located in the Globe-Miami Mining District in Arizona. The acquisition cost was US$1,500,000 including assumption of continuing obligations subject to certain amended terms and conditions including a 2.5% Net Smelter Return production royalty. The Van Dyke project consists of 531.5 hectares (1,312.8 acres) of mineral rights and 5.75 hectares (14.02 acres) of surface rights.

On March 1, 2021, Copper Fox filed on SEDAR a NI 43-101 Technical Report titled "NI 43-101 Preliminary Economic Assessment Technical Report for the Van Dyke Copper Project" dated February 26, 2021, prepared by Moose Mountain Technical Services with Sue Bird, MSc., P. Eng, R.A. Lane P. Geo and T Meintjes P. Eng as Qualified Persons and Ausenco with J. Norine as Qualified Person.

The PEA used the resource statement set out in a Technical Report that Copper Fox filed on SEDAR May 5, 2020, entitled "NI 43-101 Technical Report and Updated Resource Estimate for the Van Dyke Copper Project" dated May 4, 2020, with Ms. Sue Bird, P. Eng and R. Lane P. Geo, as Qualified Persons. The 2020 resource estimate resulted in an upgrade in resource classification and an increase in soluble copper content of the deposit.

2020 Resource Estimate used in the 2020 PEA:

							Metal (Mlbs)	
Class	KTonnes	TCu (%)	ASCu (%)	CNCu (%)	RecCu (%)	Recovery (%)	Soluble Cu	Total Cu
Indicated	97,637	0.33	0.23	0.04	0.24	90	517	717
Inferred	168,026	0.27	0.17	0.04	0.19	90	699	1,007

(%) =percent, TCu=total copper, Soluble Cu=estimated pounds of recoverable copper, Mlbs=million pounds
Mineral resources that are not mineral reserves do not have demonstrated economic viability.

2020 PEA Highlights:

		Base Case	
Production and Cost Summary	**Units**	**2015 PEA**	**2020 PEA**
Life of Mine (LOM)	years	11	17
Copper Cathode Sold	Million lbs.	456.9	1101.0
Copper Price	$US/lb	3.00	3.15
Gross Revenue	M$US	1,370.0	3,468.3
Royalties	M$US	31.5	82.5
Total Cash Costs	M$US	550.2	1,075.8
Total Cash Costs ($/lb recovered copper)	$US/lb copper	1.20	0.98
C1 Cash Costs ($/lb recovered copper) *	$US/lb copper	1.08	0.86
Sustaining Costs ($/lb recovered copper)	$US/lb copper	0.15	0.07
All In sustaining cost (AISC)**	$US/lb copper	1.36	1.14
Initial Capital Costs (includes contingency)	M$US	204.4	290.5
Taxes	M$US	110.9	321.0

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

Cashflow Parameters and Outputs			
Discount Rate	%	8.0%	7.5%
Pre-tax Net Free Cash Flow	M$US	453.1	1,757.3
Pre-tax NPV	M$US	213.1	798.6
Pre-tax IRR	%	0.4	48.4%
Pre-tax Payback	years	2.3	2.0
Post-tax Net Free Cash Flow	M$US	342.2	1,436.3
Post-tax NPV	M$US	149.5	644.7
Post-tax IRR	%	27.9%	43.4%
Post-tax Payback	years	2.9	2.1

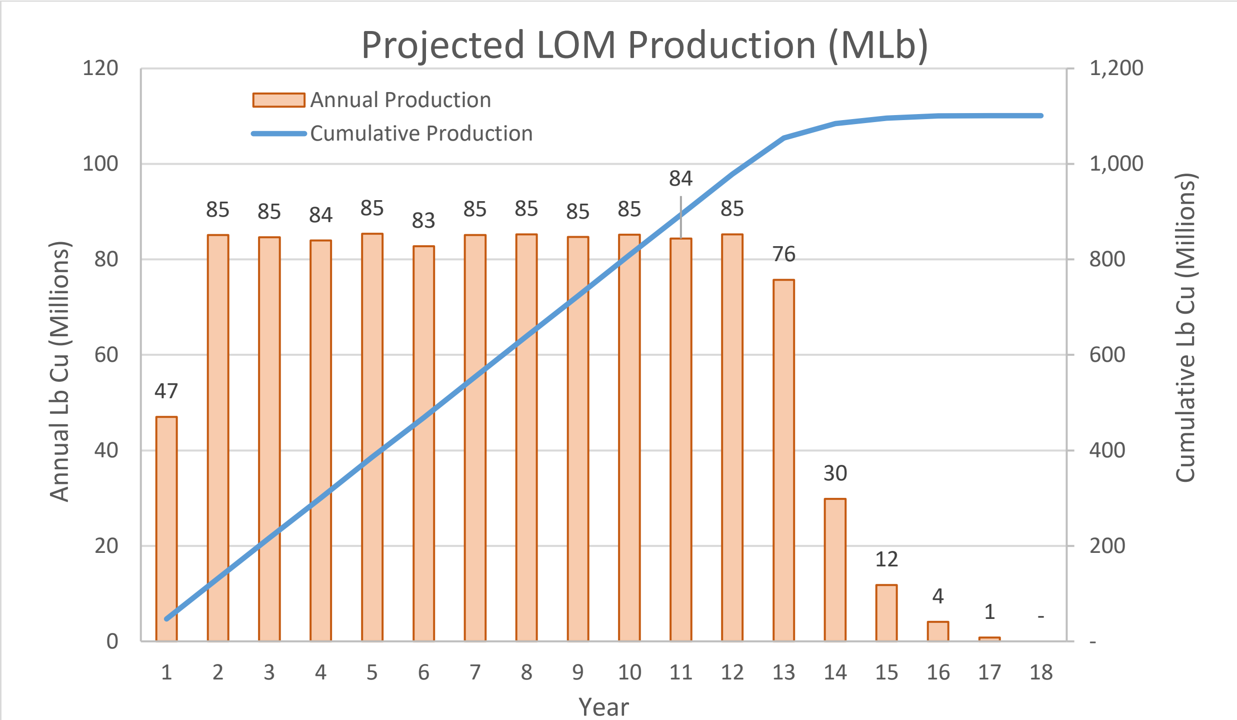
* Includes mining, processing, site services, G&A, transportation, and Royalty Costs.
** includes Total Cash Cost, Sustaining Capital, Royalties, Severance Taxes

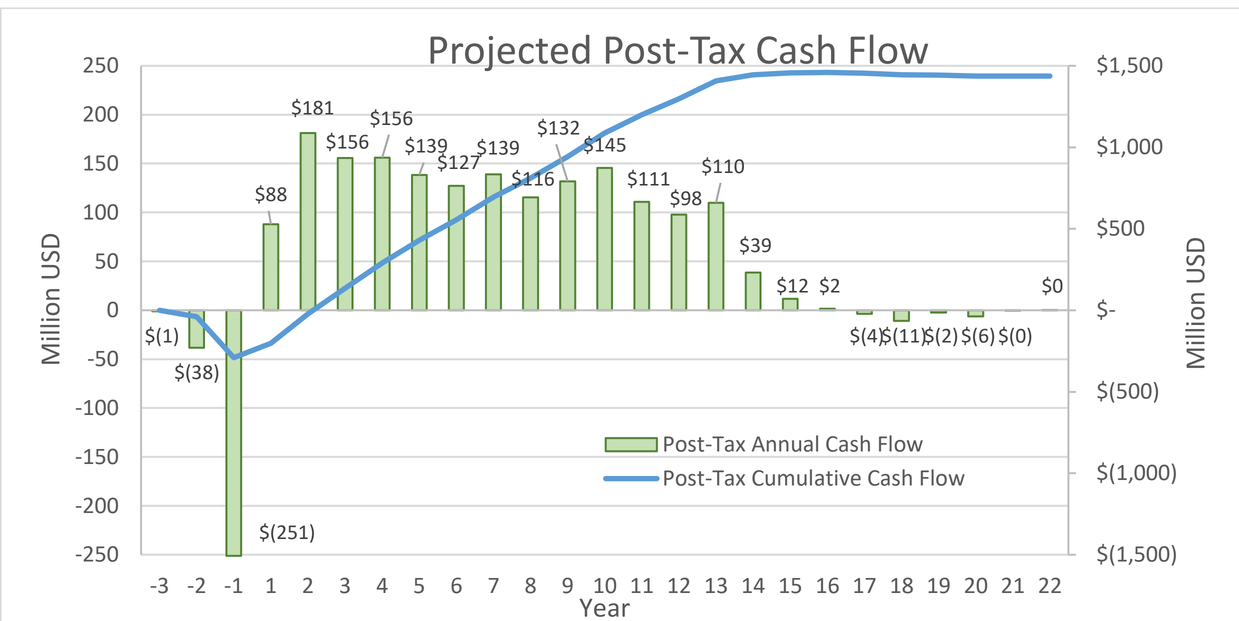
The following table summarizes the project economics to changes in copper prices:
(Base Case @US$3.15/lb)

		Copper Price ($US)		
Production	**Unit**	**$US3.15**	**$US3.30**	**$US3.50**
Gross Revenue	M$US	3,468.3	3,633.5	3,853.7
Royalties	M$US	82.5	86.4	91.7
Taxes	M$US	321.0	350.4	389.7
AISC ($lb/recovered copper)	$US/lb.	1.14	1.15	1.15
Cashflow Parameters and Outputs	**Unit**	**$US3.15**	**$US3.30**	**$US3.50**
Pre-tax Net Free Cash Flow-EBITDA	M$US	1,757.3	1,901.4	2,093.5
Pre-tax NPV	M$US	798.6	870.9	966.7
Pre-tax IRR	M$US	48.4%	51.3%	55.1
Post Tax Net Free Cash Flow	M$US	1,436.3	1,551.0	1,703.8
Post-tax NPV	M$US	644.7	701.8	777.9
Post-tax IRR	M$US	43.4%	45.8%	49.1%

The results of the 2021 Van Dyke PEA are preliminary in nature as it includes an inferred mineral resource which is considered too speculative geologically to have the economic considerations applied that would enable them to be categorized as mineral reserves. There is no certainty that the PEA forecasts will be realized or that any of the resources will ever be upgraded to reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Figures below show the project LOM annualized copper production and projected post-tax-free cash flow.





PEA Recommendations

- A diamond drilling program to expand the size of the resource and upgrade the existing Indicated and Inferred Resources to a higher resource classification.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

- Proceed to the permitting stage to obtain an Aquifer Protection Permit and the Underground Injection Control Permit for Class III Wells.
- Complete an ISCR pilot test program designed to further investigate overall metal recoveries, connectivity between wells, refine well field design, and determine the extent of rock stimulation required, if any.
- The total recommended budget is estimated to be US$15.5 million.

After completion of the PEA, the Company engaged Montgomery to advance the data gap analysis and conceptual Hydrogeological Model for the Van Dyke project. The conceptual Hydrogeological Model forms the basis of preliminary discussions with the EPA and ADEQ; the lead agencies overseeing the permitting process.

Montgomery completed an Order of Magnitude (+/-30%) estimate of the timeline and engineering costs to complete hydrogeologic studies to support the permitting application to obtain an Underground Injection Control ("UIC") Permit and Aquifer Protection Permit ("APP") for the Van Dyke project.

The UIC Permit issued by the United States EPA addresses the design, construction, integrity, and closure of injection/recovery wells to protect underground sources of drinking water from injection fluid migration. The APP issued by the ADEQ covers mining related discharge (or potential discharge) from mine facilities with potential to discharge to groundwater.

Montgomery's study outlined the status of the project and recommended a seven-stage approach as set out below;

Stage	Description	Tasks and Required Expertise	OOM Cost (±30%)
1	Desktop Review	Identify data gaps, outline regional hydrogeology of Miami area, conceptual model development	$100K
2	Field Program[1]	Regional geology and hydrogeology, geophysical interpretation, , state-level drilling/well permitting, drilling contractors, ADEQ and EPA monitoring well design, construction, and sampling	$2M
3/4	Hydrogeologic and Geochemical Studies/Models	Advanced modeling in complex hydrogeologic settings, advanced geochemical interpretation and modeling and materials characterization, integration of groundwater and geochemical models	$1M
5	Engineering Coordination[2]	Familiarity with surface and subsurface mining facilities and ISCR well design	$150K
6	Prepare Application	Experience compiling APP and UIC permit applications	$300K
7	Post-Submittal Support[3]	Experience with addressing deficiencies and enquiries from ADEQ and EPA	$350K
	20% Contingency		$780K
	ADEQ APP Review[4]		Up to $200K
	TOTAL OOM COST		**$4.9M**

1. Estimated cost for a field program does not include lab costs, drilling contractor, equipping wells, etc.

2. Engineering design cost estimates assumed to be included in pilot program and operational design cost estimates and not specific to permitting, costs include engineering coordination activities specific to APP and UIC permit applications
3. Post-submittal support includes addressing minor reviewer inquiries and does not include substantial/additional studies or field work identified during regulatory review; estimated to be 10% of total costs for Stage 1-6
4. ADEQ invoices applicant up to $200K for time to review APP application

Stage-1 of the program recommended by Montgomery has been completed. The key findings are summarized below:

- Hydraulic conductivity values for the Gila Conglomerate and Pinal Schist (based on regional data) are variable and site-specific data will be required to support permitting. The historical data suggest a low hydraulic connectivity in the Pinal Schist.
- Understanding the hydraulic characteristics of the faults will be important in modelling the movement of groundwater at the site to better-understand and simulate dewatering and ISCR wellfield operations.
- Groundwater quality data from existing monitoring wells sampled in 2015 near the Van Dyke Shaft do not indicate any exceedances of regulatory standards.

Data gaps include lack of current water level measurements and background water quality data in the vicinity of the proposed ISCR wellfield.

Stage-2 of the Montgomery study recommended establishing a project wide system of wells as part of a comprehensive program to monitor background groundwater quality and temporal changes in groundwater levels. Aquifer testing to establish site-specific hydraulic conductivity and storage values and downhole geophysical logging to delineate the extent and thickness of the clay layer at the base of the Gila Conglomerate was also recommended. The data obtained from the above activities would be used to develop a numerical groundwater flow and transport model to support permitting of the ISCR wellfield.

During the year ended October 31, 2021, Copper Fox incurred $317,496 (US $252,462) in expenditures towards the Van Dyke project.

As of the date of this MD&A, Copper Fox has not finalized the 2022 work program for the Van Dyke project.

Sombrero Butte Project

In 2012, Copper Fox through its wholly owned subsidiary Desert Fox, acquired the Sombrero Butte copper project located in the Bunker Hill Mining District in Arizona. Acquisition cost was US$500,000 including assumption of continuing obligations subject to certain amended terms and conditions including an option on certain mineral and patented claims held by an arm's length third party. In October 2021, the Company made its final US$40,000 payment and now holds an undivided 100% interest in the Sombrero Butte property. The Sombrero Butte project consists of three Arizona mineral exploration permits, 77 BLM claims and 3 patented mineral claims covering approximately 1,388.9 ha (3,432.5 acres).

The exploration model for the Sombrero Butte project is the Laramide age, Copper Creek porphyry copper deposit located 3km north of the Sombrero Butte project. The surface expression of that deposit is a swarm of NW-SE trending mineralized breccia pipes that extends to the southeast onto the Sombrero Butte project.

Two high priority porphyry targets have been delineated within the property. Target #1 located in the northern portion of the property underlies the area of historical production and cross the property boundary onto the Copper Creek project to the north. Target #2 located in the center of the property is underlain by Copper Creek granodiorite, Glory Hole Volcanics and numerous previously un-mapped NNW and ENE trending grey porphyry, dark porphyry, granite porphyry and diorite porphyry dikes and a swarm of mineralized breccia pipes. Within target #2, copper-molybdenum mineralization occurs in NNW and ENE trending, steep and shallow dipping veins, and veinlets. Extensive goethite veining (after pyrite) and strong argillic alteration of the breccia pipes and to a lesser extent the Copper Creek granodiorite occur throughout this target. Potassic alteration (K-spar, magnetite-secondary biotite) of the Copper Creek granodiorite was observed in numerous outcrops within Target #2. Target #2 is interpreted to represent the near surface expression of the cupola of a buried porphyry system.

On December 10, 2020, the Company announced that its preparation of the 2021 GFOP for the Sombrero Butte project was under way and included drill testing of one of the two porphyry copper targets identified within the project. Due to COVID related issues no field work was completed on the Sombrero Butte project in 2021.

During the year ended October 31, 2021, Copper Fox incurred $126,572 (US $100,645) in expenditures towards the Sombrero Butte project.

The Geological Field Operations Plan ("GFOP") for the Sombrero Butte project has been filed, approval for the proposed program is pending. Exploration plans for the Sombrero Butte project includes an airborne magnetic/radiometric survey and mapping and sampling of a small intrusive stock located at the south end of the project. It is expected that the magnetic survey would identify late stage intrusives with associated potassic alteration to better constrain the cupola of the porphyry system underlying the project. The 2022 budget has been set at C$35,000.

Mineral Mountain Project

In 2015, Copper Fox through its wholly owned subsidiary Desert Fox, staked the Mineral Mountain copper project located in the Mineral Mountain Mining District, 20 miles east of Florence, Arizona. Mineral Mountain is an early-stage Laramide age, exploration project located within the 100km long, ENE structural trend that hosts the Casa Grande, Florence, Resolution and Globe-Miami copper deposits. The property is 100% owned by Copper Fox and consists of one Arizona exploration permit (725 acres) and 180 BLM claims covering approximately 2,043 ha.

Mapping and sampling programs completed between 2015 and 2019 has resulted in outlining the copper footprints of two large porphyry copper targets. The samples collected between 2015 and 2019, although not necessarily representative of the mineralization on the property, provides geochemical data that could be used as a vector to locate the cupola of the porphyry system.

Target #1 exhibits a copper "footprint" that measures 3,000m long by up to 1,500m wide, hosted primarily in a multi-phase Laramide age intrusive stock. Malachite, chrysocolla, chalcocite as well as rare covellite and chalcopyrite occur primarily in quartz veinlets, quartz stockwork, filling fractures, and disseminations suggests several episodes of weathering-oxidization-supergene enrichment of a primary sulphide copper mineralization. Three zones of coincident copper-molybdenum mineralization occur within this target. Molybdenite within these zones occurs in quartz veinlets and quartz stockwork ("B" veins).

Target #2 consists of quartz veinlet and fracture hosted malachite and chrysocolla copper mineralization over a 2,800m long by 400m wide, NE trending zone hosted in Precambrian granitic and diabase rocks and in EW trending Laramide age granodiorite dikes. The mineral assemblage and alteration pattern suggest a buried intrusive stock is the possible source for the copper mineralization.

In 2020, petrographic studies, Age dating and a geochemical Vector Study were completed on Target #1. Petrographic studies on 17 rock samples from the intrusive stock (previously mapped as Quartz Monzonite) identified several mineralized quartz monzonite and granodiorite intrusive phases cut by a series of late-stage aplite, hornblende dacite and granodiorite dikes. The petrographic study identified intense potassic, phyllic and propylitic (including tremolite and copper-epidote veining) alteration of the intrusive phases. Age dating (U/Pb zircon age) confirmed a Laramide age (69.7 +/-0.4Ma) for the intrusive stock hosting the copper-molybdenum mineralization. The geochemical Vector Study better constrained the interpreted center of the porphyry system and identified multiple overlapping hydrothermal events. The Vector Study recommended a 1,500 m long diamond drill hole to locate the source the surface mineralization

During fiscal 2021, the Company completed a reconnaissance style deep penetrating induced polarization (chargeability/resistivity) and a reconnaissance environmental and biological survey on its Mineral Mountain copper project.

Geological model

The project covers a multiphase, Laramide-age intrusive stock, measuring approximately five kilometres by two kilometres surrounded by Precambrian age rocks. The eastern portion of the stock exhibits altered, mineralized and non-mineralized granodiorite and quartz monzonite phases cut by syn-mineralization and late-stage dikes. The Laramide stock is interpreted to dip to the east under the Precambrian rocks.

The western edge of the copper mineralization is constrained by a series of regional scale north-south and east-northeast-trending faults. The mineralization consists of malachite, covellite and chalcocite resulting from the transformation of primary chalcopyrite related to weathering/oxidization/ enrichment processes after the Laramide hydrothermal event. Molybdenite occurs in quartz veins and quartz veinlets.

Geophysical study

The 2021 12.2km, reconnaissance style, induced polarization (pole-dipole array) survey was completed. The survey consisted of three NW 50-degree-oriented profiles approximately 1.15km apart ranging in length between 2.5 and 3.0km, and a 4.2km-long base line.

The survey outlined a chargeability anomaly that measures approximately 2,900m long by 1,300m wide and is open to the southwest. The chargeability anomaly exhibits a strong spatial correlation with the mineralization and faults that constrains the limits of the mineralization. The chargeability anomaly is interpreted to extend from 200m to 400m east of the intrusive contact under the Precambrian rock. The resistivity anomaly correlates with an area of abundant quartz vein hosted copper-molybdenite mineralization that returned molybdenum concentrations ranging from 20 to 1,700 ppm.

Environmental and Biological Survey

SWCA Environmental Consultants were contracted to document the predrilling conditions within a 363-acre area of the project. SWCA completed a comprehensive review of historical and recent data from various sources to determine any potential environmental and biological issues and historical or cultural sites that need to be documented within the survey area.

The survey did not observe any environmental or biological issues (specifically acuna cactus) within the survey area. The survey also indicated that the potential for archaeological sites within the area is low to moderate, and no evidence of leaks, spills, or potential sources of contamination was observed.

During the year ended October 31, 2021, Copper Fox incurred $100,399 (US $79,834) in expenditures towards the Mineral Mountain project.

The GFOP for the Mineral Mountain project has been filed, approval of the proposed program is pending. Exploration plans for the project includes an airborne magnetic/radiometric survey to identify late stage intrusives with associated potassic alteration to better constrain the cupola of the porphyry system underlying the project. Contingent on the results of the airborne survey, a detailed property wide deep penetrating IP geophysical survey may be completed to better constrain the chargeability/resistivity signature of the porphyry system. The 2022 budget has been set at C$45,000 and C$220,000 if the detailed geophysical survey is completed.

Eaglehead Project

During the year ended October 31, 2021, the Company through its wholly owned subsidiary Northern Fox Copper Inc**.** ("Northern Fox") completed the purchase of a 100% of the Eaglehead Project located in the Liard Mining Division in northwest British Columbia; approximately 52km east of Dease Lake. The aggregate consideration to be paid by Northern Fox for the Eaglehead Property is $1,412,000, of which $200,000 has been paid to District Copper and $212,000 to the BC Ministry of Mines for the reclamation bond for the property. The remaining $1 million will be paid to District Copper in three annual instalments of $340,000, $330,000, and $330,000, respectively, on each anniversary of the April 19, 2021 closing. In addition to the District Copper NSR, certain claims under the Eaglehead project are subject to NSRs and a net milling returns royalty (the "Royalties"). Individually, the Royalties range from 2% to 2.5%. The Company has the right to purchase 1% to 1.5% of each of the Royalties for purchase prices ranging from $1,000,000 to $2,000,000.

The Eaglehead project (15,956 ha) covers an intrusion hosted calc-alkalic polymetallic (Cu-Mo-Au-Ag) porphyry copper footprint measuring 8km by 3km hosted in the Late Triassic-early Jurassic multi-phase, Eaglehead granodioritic/dioritic intrusive stock.

Exploration since the late 1960's up to 2018 resulted in completion of 126 diamond drill holes (36,605 meters), preliminary metallurgical testwork, airborne and ground geophysical surveys, soil and stream sediment geochemical surveys and limited prospecting and mapping, re-sampling and sampling of core intervals. This work resulted in the identification of six zones of porphyry style mineralization (West, Camp, Pass, Bornite, East, Far East). Historical estimates were completed on several of the mineralized zones within the project.

During 2021, Copper Fox prepared an updated geological model; completed 3D modelling of the mineralization in the Bornite and East zones and conducted field operations consisting of a deep penetrating geophysical survey, mapping, and prospecting, re-logging, and sampling of historical diamond drill cores from the Far East zone. A 16 site, stream water sampling grid to monitor changes in water quality was also established.

The results of an updated compilation of all available historical data for the Eaglehead project completed by Copper Fox up to the end of 2021 is provided below.

Updated Project Geological Model

The Eaglehead intrusive stock is mapped as a zoned intrusive located along the boundary of Quesnellia and the Cache Creek terrane. The primary lithologies are early-stage; hornblende quartz diorite, followed by biotite granodiorite and quartz diorite intruded by late-stage Quartz Feldspar porphyry, andesite porphyry, mafic dikes, and hydrothermal breccia. Trace element geochemistry has identified several chemically distinct intrusives with highly anomalous Sr/Y, V/Sc. Al/Ti ratios. The unusually high contents of Sr and V, and unusually low contents of Y and Sc in a magma result from the accumulation of dissolved H_2O due to multiple cycles of replenishment and crystallization in high-pressure magma chambers. The element ratios Al2O3/TiO2, Sr/Y and V/Sc are effective in discriminating prospective copper deposit forming intrusions from unproductive intrusions.

Bornite-East zones 3D modelling

The 3D modelling indicates that three chemically distinct phases of copper mineralization occur primarily in the biotite granodiorite with lesser concentrations in the hornblende quartz diorite and mafic volcanics of the Kutcho Formation. Chalcopyrite is the dominant copper species with subordinate bornite (with low concentrations of gold-silver) and occurs primarily in sheet-like fractures, quartz stockwork, disseminated grains, blebs and in late-stage hydrothermal breccia. Molybdenite occurs along shear planes, in breccia, and in quartz and gypsum veinlets. Pyrite is ubiquitous as blebs, disseminations, in quartz veins and along fractures, typically in concentrations of <1%.

In addition to the mineralized zones intersected by drilling, copper mineralization (primarily as malachite/chrysocolla) occurs in outcrop/subcrop/float over a 3,000m by 2,000m area located north of the Pass-Camp zones.

Prospectivity Assessment

Trace element ratios is being used as an effective in distinguishing least-altered samples of ore-forming intrusions from ordinary, unproductive intrusions. Loucks (2014) demonstrated that Cu-rich porphyry Cu-Au deposits are associated with intrusions that have an average Sr/Y ranging from 50 to 150 whereas Au-rich porphyry Cu-Au deposits are associated with magmatic rocks that have a lower average Sr/Y value of 50 ± 25.

The trace element geochemistry has identified intrusives units that extend from the Far East zone to the Pass zone that exhibit highly anomalous Sr/Y, V/Sc and Al203/Ti02 ratios that lie within the ranges suggested by Loucks (2014) to have potential to produce large copper and copper-gold porphyry deposits.

Mineralized Zones

The six, open-ended mineralized zones within the Eaglehead project are located within an 8km long by 3km wide mineralized corridor located on the southern portion of the Eaglehead stock. The Pass, Bornite, East and Far East zones exhibit similar styles of mineralization and alteration patterns with Potassic and Phyllic alteration associated with chalcopyrite/bornite mineralization.

2021 Field Program

The 2021 field program included: i) 21.6 line-kilometers of IP survey; ii) re-logging of eight (1,828.9 m) historical diamond drill holes; iii) sampling and re-sampling on five historical diamond drill holes (293 samples); iv) reconnaissance style mapping in the area north of the Camp (17.19 km^2) zone; and v) establishing a 16 site, stream water sampling survey grid.

Induced Polarization Survey:
The 2021 IP survey extended the 2014 IP survey lines approximately 2.5km to the north and mapped the chargeability/resistivity signatures underlying a portion of the large, irregular Cu-Mo in soil geochemical anomaly (6,400m long by up to 2,000m wide) and the area of sporadic copper mineralization (3,000m by 2,000m) located north of the -Pass-Camp zones. Results of IP survey are being compiled with other geological data and will be announced when completed. Approximately 22 square km of the Eaglehead intrusive has been covered by deep penetrating IP surveys.

Mapping and Sampling:
Mapping and sampling in the area covered by the 2021 IP survey located several mineralized outcrops of biotite granodiorite, one 30m in diameter hydrothermal breccia a zone of listwanite in the area north of the Pass and camp mineralized zones.

Far East Zone:
Re-logging and sampling of six wide spaced historical diamond drill holes from this zone was completed to obtain a more detailed description of the lithologies, alteration and style and distribution of mineralization. The zone is estimated to be approximately 1,500m long and characterized by disseminated pyrite with minor chalcopyrite, bornite and occasional molybdenite mineralization. Available analytical results of the 2021 sampling program from the Far East zone are reported below.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

DDH ID	From (m)	To (m)	Interval (m)	Cu (ppm)	Cu (%)	Mo (ppm)	Au (g/t)	Ag (g/t)
65	96.32	99.36	3.04	3550	0.355	11.0	0.038	1.53
	110.36	115.15	4.79	2130	0.213	7.0	0.020	0.76
	135.87	148.74	12.87	910	0.091	7.0	0.017	0.18
	153.92	154.84	0.92	607	0.061	tr	tr	1.30
	162.72	165.20	2.48	796	0.080	tr	0.012	1.46
66	10.05	10.36	0.31	11150	1.115	30.0	0.151	21.20
	29.21	30.00	0.79	1215	0.122	tr	tr	1.57
	42.00	45.99	3.99	530	0.053	tr	tr	0.35
	61.78	62.42	0.64	14300	1.430	tr	0.394	6.93
	70.26	71.32	1.06	20800	2.080	133.0	0.142	28.20
	83.15	114.60	31.45	2670	0.267	36.0	0.063	4.54
	131.98	144.54	12.56	4730	0.473	127.0	0.119	7.53
	157.58	160.32	2.74	18910	1.891	53.0	0.252	13.05
	191.65	192.00	0.35	870	0.087	6.0	0.042	0.47
	213.20	219.15	5.95	1150	0.115	tr	tr	0.16
67	18.60	19.50	0.90	2320	0.232	37.0	0.161	1.07
	31.09	44.80	13.71	560	0.056	33.0	0.012	0.16
	53.95	72.24	18.29	1110	0.111	52.0	0.018	0.32
	104.88	105.00	0.12	4370	0.437	41.0	0.070	1.13
	126.80	133.20	6.40	910	0.091	31.0	0.012	0.29
68	47.00	50.59	3.59	1020	0.102	18.0	tr	1.01
	103.30	103.60	0.30	1790	0.179	tr	tr	1.56
	123.75	125.12	1.37	1780	0.178	21.0	tr	1.19
	157.30	160.30	3.00	650	0.065	20.0	tr	0.56
	198.90	199.80	0.90	1925	0.193	tr	tr	1.35
	208.94	209.70	0.76	1085	0.109	tr	tr	1.40
	215.20	224.30	9.10	1540	0.154	tr	0.120	1.58
	233.50	239.57	6.07	1770	0.177	tr	0.011	2.20
78	116.89	124.05	7.16	2764	0.276	30.0	0.732	6.85
	140.51	151.49	10.98	1355	0.136	14.0	0.343	4.13

Notes: The weighted average for the mineralized intervals were calculated using a 0.10% copper cut-off. Where possible, historical analytical results were used to calculate the weighed average grades provided that no overlap in interval or grade occurred. The core intervals in the above table do not represent true thickness. Numbers are rounded for presentation purposes. Molybdenum values below 0.003%, gold values below 0.02g/t, and silver values below 0.5g/t are reported as trace ("tr").

Mineral Tenure Exchange

Subsequent to year end, the Company entered into a mineral tenure exchange agreement with Giga Metals Corporation to exchange one mineral tenure (2,153.4 ha) located on the southeast end of the project for five mineral tenures (totaling 1,910.3 ha) located along the northern border of the project. The mineral tenures acquired pursuant to the transaction extends portions of the border of the Eaglehead project approximately 1.5km to the north.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

During the year ended October 31, 2021, Copper Fox incurred a total of $2,132,513 in acquisition costs as well as expenditures and reclamation obligation towards the Eaglehead property.

Approval of the Notice of Work ("NoW") for the proposed 2022 program is pending. Exploration plans include 2,500m drilling program to test the continuity of the mineralization between the Bornite and East zones, metallurgical testwork (lock-cycle testing, BWi andAbi), water quality and archeological surveys. The 2022 program has been budgeted at C$830,000.

5. SUMMARY OF OPERATIONAL RESULTS

Selected annual information is as follows:

	Year ended October 31, 2021	Year ended October 31, 2020	Year ended October 31, 2019
Total revenues	$ -	$ -	$ -
Operating expenses	1,115,228	1,128,453	2,727,188
Loss for the year	861,228	537,453	2,626,031
Loss per share	0.00	0.00	0.00
Total assets	81,396,242	77,078,767	76,164,242
Total long-term financial liabilities	1,857,744	1,271,745	1,736,226
Cash dividends declared - per share	N/A	N/A	N/A

The quarterly results are as follows:

	3 Months Ended October 31, 2021	3 Months Ended July 31, 2021	3 Months Ended April 30, 2021	3 Months Ended January 31, 2021
Loss before taxes	$ 367,608	$ 205,040	$ 343,256	$ 199,324
Net loss	113,608	205,040	343,256	199,324
Comprehensive loss	133,849	32,777	842,711	791,658
Comprehensive loss per share, basic and diluted	0.00	0.00	0.00	0.00

	3 Months Ended October 31, 2020	3 Months Ended July 31, 2020	3 Months Ended April 30, 2020	3 Months Ended January 31, 2020
Loss before taxes	$ 298,567	$ 248,589	$ 375,725	$ 205,572
Net (income) loss	(292,433)	248,589	375,725	205,572
Comprehensive (gain) / loss	(453,015)	940,165	(283,957)	139,438
Comprehensive (gain) / loss per share, basic and diluted	(0.00)	0.00	(0.00)	0.00

6. DISCUSSION OF OPERATIONS

All the information described below is accounted for in accordance with IFRS, as issued by the IASB. The reader is encouraged to refer to Note 2 of the Company's audited annual consolidated financial statements for the year ended October 31, 2021, for Copper Fox's "*Basis of Presentation and Significant Accounting Policies*".

<u>For the three months ended October 31, 2021, compared with the three months ended October 31, 2020:</u>

For the three months ended October 31, 2021, the Company recorded a net loss of $113,608 or $0.00 per share compared to a net income of $292,433 or $0.00 earnings per share in the comparable prior period. The Company's quarterly administration expenses increased in Q4 2021 compared to Q4 2020 due to the combination of increases in insurance premiums and US listing fees on the OTCQX market. The Company also incurred an interest expense on the promissory note in Q4 2021 due to the acquisition of the Eaglehead property.

<u>For the year ended October 31, 2021, compared with the year ended October 31, 2020:</u>

For the year ended October 31, 2021, the Company recorded a net loss of $861,228 or $0.00 per share compared to a net loss of $537,453 or $0.00 per share in the comparable prior period. The Company's administration expenses increased during the current year ended October 31, 2021, compared to same period in fiscal 2020 due to the combination of increases in insurance premiums and US listing fees. The Company also incurred an interest expense on the promissory note in Q4 2021 due to the acquisition of the Eaglehead property. The Company recorded its share of income of an associate in fiscal 2021 compared to recording its share of loss of an associate in the same period in 2020.

7. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As an exploration company, Copper Fox has no regular cash in-flow from operations, and the extent of its operations is principally a function of the availability of capital resources. To date, the primary source of funding has been equity financing.

As of October 31, 2021, the Company's cash position was $2,646,608 (October 31, 2020 - $491,933).

Major expenditures are required to establish mineral reserves and to construct mining and processing facilities. The recoverability of valuations assigned to exploration and development mineral properties are dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete such exploration and development as well as the future profitable production or proceeds from potential dispositions.

Management reviews the carrying value of the Company's interest in each property and, where deemed necessary, exploration and evaluation mineral properties are written down to their estimated recoverable amount. Although management has made its best estimate of these factors, it is reasonably possible that certain events could adversely affect management's estimates of recoverable amounts and the need for, as well as the amount of, provision for impairment in the carrying value of exploration properties and related assets.

Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining adequate financing at favourable terms for these or other endeavours, including general working capital purposes.

Working Capital

As of October 31, 2021, Copper Fox had working capital of $2,265,019 (October 31, 2020 – $422,113). The working capital increased during the year ended October 31, 2021 compared to the year ended October 31, 2020, because of the warrants exercised during fiscal 2021 offset by the Company incurring general operational costs in the regular course of business in addition to completing its 2021 work programs.

The Company manages its working capital through conscientious controlling of spending on its properties and operations. Due to the on-going planned advancement of project milestones for the Eaglehead, Van Dyke, Sombrero Butte and Mineral Mountain projects over the near term, Copper Fox intends to continue to incur expenditures without revenues and accumulate operating losses. As a result, the Company needs to obtain adequate financing to fund future exploration and development, including the potential construction of a mine, to reach profitable levels of operation. It is not possible to predict whether future financing efforts will be successful or whether financing on favourable terms will be available.

Copper Fox has no long-term debt or long-term liabilities, other than its decommissioning provision of $421,000, the long-term promissory note for the Eaglehead acquisition of $583,670, its deferred tax liability of $713,258 and its lease liability of $139,816.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

Cash Flow

	Year Ended	
	October 31, 2021	October 31, 2020
Cash and Cash Equivalents Used In Operating Activities	**$ (981,712)**	$ (1,014,731)
Cash and Cash Equivalents Used In Investing Activities	**(2,072,147)**	(682,329)
Cash and Cash Equivalents Provided By Financing Activities	**5,163,726**	1,763,212
Increase in cash and cash equivalents during the year	**2,109,867**	66,152
Translation effect of foreign currency	**44,808**	51,274
Cash and cash equivalents, beginning of year	**491,933**	374,507
Cash and Cash Equivalents, End of Year	**$ 2,646,608**	$ 491,933

Cash Flow for the Year Ended October 31, 2021

Operating Activities

Cash and cash equivalents used in operating activities in the current year was $981,712 compared to $1,014,731 in the prior comparable year. The decrease is due to an increase in the trade and other payables.

Investing Activities

Cash and cash equivalents used in investing activities in the current year was $2,072,147 compared to $682,329 in the prior comparable year. The increase is due to the exploration programs on its exploration and advanced stage projects during fiscal 2021.

Financing Activities

Cash and cash equivalents provided by financing activities in the current year was $5,163,726 compared to $1,763,212 in the prior comparable year. The increase is a result of 33,175,667 warrants exercised in fiscal 2021; while in 2020, the Company completed two private placements and had some warrants exercised.

Capital Resources

As of October 31, 2021, and as of the date of this MD&A, the Company had $2,646,608 and approximately $2,107,000 in cash, respectively.

Commitments

Schaft Creek Joint Venture

Teck holds a 75% interest, and the Company holds a 25% interest in the SCJV, and Teck is the operator of the SCJV. Management of the SCJV is made up of two representatives from each of Teck and the Company with voting proportional to their equity interests.

Under the SCJV agreement, Teck is required to make three cash milestone payments to the Company: (i) $20 million upon entering into the agreement (received), (ii) $20 million upon a Production Decision approving mine construction, and (iii) $20 million upon completion of construction of mine facilities.

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first $60 million in pre-production costs. If pre-production costs exceed $60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling $40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest.

Once a production decision has been made, Teck will make an irrevocable offer to the Company:

(i) to use all reasonable commercial efforts to arrange project equity and debt financing for at least 60% of project capital costs or such portion as Teck determines is commercially available on reasonable terms at the relevant time, and
(ii) to fund by way of loans to the Company, the Company's pro rata share of project capital costs not covered by project debt financing at the Prime Rate plus 2%, if requested by the Company, without dilution to the Company's 25% joint venture interest.

The Company must notify Teck within 60 days after Teck's offer as to whether it accepts Teck's offer or whether it will arrange for its own financing.

Office Lease

The Company has an office lease expiring on October 31, 2024, with a renewal clause until October 31, 2029. The Company records an office lease liability of $8,038 within the next twelve months and $139,816 thereafter.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

Copper Fox

During the year ended October 31, 2021, legal fees of $65,051 (October 31, 2020 - $197,934) were paid to Farris LLP ("**Farris**"). As of October 31, 2021, included in accounts payable to Farris was $5,945 (October 31, 2020 - $1,845). One of the partners at Farris' is a member of Copper Fox's Board.

As of October 31, 2021, included in accounts payable to Pacific Opportunity Capital Ltd. ("**POC**") was $10,500 (October 31, 2020 - $Nil). The Chief Financial Officer of the Company is the president of POC.

As of October 31, 2021, included in accounts receivable to Copper Fox was $41,660 (October 31, 2020 - $41,660) due from District Copper. As at October 31, 2021, the Company owes District Copper a promissory note of $1,000,000 to be paid over 3 years (see "Property Summary - Eaglehead Project" section).

Key Management Compensation

The remuneration of the CEO, CFO, directors, and those persons having authority and responsibility for planning, directing, and controlling activities of the Company for the Quarter are as follows:

	October 31, 2020	October 31, 2021
Directors fees	$ 4,000	**$ 4,000**
Salaries and consulting fees	339,500	**365,460**
Total	**$ 343,500**	**$ 369,460**

9. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, deposits, investment, trade and other payables, promissory note and office lease liability. The estimated fair value of cash and cash equivalents, amounts receivable, deposits and accounts payable approximate their carrying value due to the immediate or relatively short period to maturity. The Company's investment is measured at fair value using Level 3 inputs. The Company's investment consists of unlisted equity instruments. The determination of fair value by management was based on the most recent transaction of the underlying Company (Note 4). The Company performed a sensitivity analysis on the carrying value of its Level 3 asset and noted that a 20% decrease would result in $21,365 decrease in fair value. The fair values of office lease liability and promissory note are initially recorded at fair value and subsequently carried at amortized cost using rates comparable to market interest rates.

Determination of Fair Value

The Company classifies the fair value of its financial instruments measured at fair value according to the following hierarchy, based on the number of observable inputs used to value the instrument:

- *Level 1* – observable inputs such as quoted prices in active markets.

- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly, and

- *Level 3* – unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company's direct investment in Liard is carried every year at fair value and is a Level 3 instrument.

The Company's activities expose it to a variety of financial risks, which arise because of its exploration, development, production, and financing activities. These include:

- Credit risk
- Market risk
- Liquidity risk

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from partners and tax authorities. The maximum exposure to credit risk at October 31, 2021 is $77,430 (October 31, 2020 - $50,132).

Market Risk

Market risk is the risk that changes in market conditions, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the Company's return.

Foreign Currency Exchange Rate Risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate because of changes in foreign exchange rates. During the year ended October 31, 2021 the Company was involved with preliminary exploration activities in the United States. As such, the Company is exposed to fluctuations in the United States dollar exchange rates compared to Canadian dollar exchange rates. A 5% strengthening or weakening of the US dollar would have significant impact on the total assets and the net losses of the Company.

Due to its US activities, the Company has an exposure to foreign currency exchange rates. The carrying values of US dollar denominated monetary assets and liabilities are subject to foreign exchange risk.

As at October 31, 2021, the Company had $90,026 in US denominated cash balances.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates.

As of October 31, 2021, the Company is exposed only on its cash balances.

Commodity Price Risk

Commodity price risk is the risk that future cash flows will fluctuate because of changes in commodity prices.

Commodity prices for minerals are impacted by the relationship between the Canadian dollar and United States dollar as well as the global economic events that dictate levels of supply and demand.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company's financial liabilities consist of trade and other payables, office lease liability (current portion) and promissory note (current portion). Trade and other payables consist of invoices payable to trade suppliers for office, field operating activities and capital expenditures. The Company processes invoices within a normal payment period of approximately 30 days. Office lease liability relates to the Company's office space in Calgary, Alberta. Lease payments are due on a monthly basis. Promissory note consists of annual payments with respect to the Company's Eaglehead project.

Trade and other payables have contractual maturities of less than one year. The Company maintains and monitors a certain level of cash flow which is used to finance all operating and capital expenditures.

10. CAPITAL MANAGEMENT

The Company considers its capital structure to consist of share capital and warrants. The Company manages its capital structure and adjusts it, based on the funds available to the

Company, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management.

The mineral properties in which the Company currently has an interest in are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. To carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended October 31, 2021. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments; all held within major Canadian financial institutions.

11. RISKS AND UNCERTAINTIES

It is Indeterminable if Exploration Properties Will Result in Profitable Commercial Mining Operations

Mine development projects, specifically the Schaft Creek and Van Dyke projects, require significant expenditures during the development phase before production is possible. Development projects are subject to the completion of successful feasibility studies and environmental assessments, issuance of necessary governmental permits and availability of adequate financing. The economic feasibility of development projects is based on many factors, including estimation of mineral reserves, anticipated metallurgical recoveries, environmental considerations and permitting, future metal prices, and anticipated capital and operating costs. The Schaft Creek and Van Dyke projects have no operating history upon which to base estimates of future production and cash operating costs. Particularly for development projects, estimates of Proven and Probable Mineral Reserves and cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies that derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the configuration of the ore body, expected recovery rates of metals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, it is possible that actual capital and operating costs and economic returns will differ significantly from those currently estimated for a project prior to production.

Any of the following events, among others, could affect the profitability or economic feasibility of a project. Unanticipated changes in grade and tons of ore to be mined and processed, unanticipated adverse geological conditions, unanticipated metallurgical recovery problems, incorrect data on which engineering assumptions are made, availability and costs of labor, costs of processing and refining facilities, availability of economic sources of power, adequacy of water supply, availability of surface on which to locate processing and refining facilities, adequate access to the site, unanticipated transportation costs, government regulations (including regulations with respect to prices, royalties, duties, taxes, permitting, restrictions on production, quotas on exportation of minerals, environmental), fluctuations in metals prices, foreign exchange rates, accidents, labor actions and force-majeure events.

It is not unusual in new mining operations to experience unexpected problems during the start-up phase, and delays can often occur at the start of production. The actual results for the Schaft Creek and Van Dyke projects could differ from current estimates and assumptions, and these differences may be material. In addition, experience from actual mining or processing operations may identify new or unexpected conditions that could reduce production below, or increase capital or operating costs above, current estimates. If actual results are less favorable than currently estimated, our business, results of operations, financial condition and liquidity could be materially adversely affected.

Joint Ventures

Copper Fox participates in a joint venture with Teck on the Schaft Creek project. There are risks associated with joint ventures, including:

- disagreement with a joint-venture partner about how to develop, operate or finance a project,
- a joint-venture partner not complying with a joint-venture agreement,
- possible litigation between joint-venture partners about joint-venture matters, and
- limited control over decisions related to a joint venture in which Copper Fox does not have a controlling interest.

Securing Additional Funding to Bring an Ore Body into Commercial Production

The business of mineral exploration and extraction involves a high degree of risk with very few properties that are explored ultimately achieving commercial production. As a mining company in the exploration stage, the future ability of the Company to conduct exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

In turn, the Company's ability to raise such funding depends in part upon the market's perception of its management and properties, as well as metal prices and the marketability of securities of speculative mineral exploration and development companies.

There is no assurance that the Company will be successful in obtaining the required financing.

Estimates of Mineral Reserves and Resources may not be Realized

The Mineral Reserves and Resources estimates contained in this MD&A are only estimates. No assurance can be given that any level of recovery of metals will be realized or that identified resources will ever qualify as a commercially mineable or viable deposit which can be legally and economically utilized. The Company relies on laboratory-based recovery models to project estimated ultimate recoveries by mineral type. Actual recoveries may exceed or fall short of projected laboratory test results. In addition, the grade of mineralization ultimately mined may differ from the one indicated by the drilling results and the difference may be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geologic, metallurgical, or engineering work, and work interruptions. Short term factors, such as the need for an orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of those operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in proven and probable reserves or resources, grades, waste-to-minerals ratios, or recovery rates may affect the economic viability of projects. The estimated Proven and Probable Mineral Reserves and Mineral Resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company's Activities on its Properties are Subject to Environmental Regulations and Approvals

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, or its ability to develop its properties economically. Before production may commence on any property, the Company must obtain regulatory and environmental approvals and permits. There is no assurance such approvals and permits will be obtained on a timely basis, if at all. Compliance with environmental and other regulations may reduce profitability or preclude economic development of a property entirely.

Title Matters

In those jurisdictions where the Company has property interests, the Company makes a search of mining records in accordance with mining industry practices to confirm satisfactory title to properties in which it holds or intends to acquire an interest but does not obtain title insurance with respect to such properties. The possibility exists that title to one or more of its properties, particularly title to undeveloped properties, might be defective because of errors or omissions in the chain of title, including defects in conveyances and defects in locating or maintaining such claims, or concessions. The ownership and validity of mining claims and concessions are often uncertain and may be contested. There is, however, no guarantee that title to the Company's properties and concessions will not be challenged or impugned in the future. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

Share Price Risk

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company, including the market sentiment toward the resource sector and for all resource sector shares, the breadth of the public market for the stock, the need for certain Funds to sell shares for external reasons other than those relevant to the Company and the attractiveness of alternative investments. The effect of these and other factors on the market price of the common shares of the Company on the exchanges on which the common shares are listed suggests that the share price will be volatile.

12. PROPOSED TRANSACTIONS

None.

13. DISCLOSURE OF OUTSTANDING SHARE CAPITAL DATA

Authorized

Authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, without par value, of which no preferred shares have been issued.

As of October 31, 2021, the issued and outstanding shares are as follows:

	Number of Shares	Amount
At October 31, 2020	491,009,829	$ 79,872,399
Additions		
Warrants exercised	33,175,667	5,193,404
At October 31, 2021	**524,185,496**	**$ 85,065,803**

During the year ended October 31, 2021, the Company incurred the following shares issuances:

- 33,175,667 warrants were exercised for proceeds of $5,193,404.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

As of October 31, 2020, the issued and outstanding shares are as follows:

	Number of Shares	Amount
At October 31, 2019	461,274,160	$ 78,835,530
Additions		
March 26, 2020 private placement	24,699,002	1,481,940
March 26, 2020 warrants granted	-	(638,816)
April 27, 2020 private placement	4,021,667	241,300
April 27, 2020 warrants granted	-	(117,205)
October 30, 2020 warrants exercised	1,015,000	91,350
Share issuance costs - Legal fees	-	(21,700)
At October 31, 2020	**491,009,829**	**$ 79,872,399**

During the year ended October 31, 2020, the Company incurred the following shares issuances:

- On March 26, 2020, the Company closed the first tranche of a non-brokered private placement, raising aggregate gross proceeds of $1,481,940 through the sale of 24,699,002 units at a price of $0.06 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for an exercise price of $0.09 during the 36-month period after the closing of the offering and $0.12 during the 12-month period thereafter. If the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above $0.15, the expiry date of the warrants will be accelerated to a date that is 30 days after the first date such threshold is met. Shares issuance costs, in the form of legal fees, of $21,700 were paid in connection with this private placement.

- On April 27, 2020, the Company closed the second tranche of a non-brokered private placement, raising aggregate gross proceeds of $241,300 through the sale of 4,021,667 units at a price of $0.06 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for an exercise price of $0.09 during the 36-month period after the closing of the offering and $0.12 during the 12-month period thereafter. If the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above $0.15, the expiry date of the warrants will be accelerated to a date that is 30 days after the first date such threshold is met.

- 1,015,000 warrants were exercised for proceeds of $91,350.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

Warrants

As of October 31, 2021, the warrants outstanding are as follows:

	Number of Warrants	Amount
At October 31, 2020	58,342,334	$ 2,979,913
Additions, exercises or expiries:		
Warrants exercised	(33,175,667)	-
Warrants expired	(50,000)	-
At October 31, 2021	**25,116,667**	**$ 2,979,913**

As of October 31, 2020, the warrants outstanding are as follows:

	Number of Warrants	Amount
At October 31, 2019	30,636,665	$ 1,541,073
Additions, exercises or expiries:		
March 26, 2020 warrants granted	24,699,002	638,816
April 27, 2020 warrants granted	4,021,667	117,205
June 14, 2018, June 30 and July 27, 2020 warrants extended	-	682,819
Warrants exercised	(1,015,000)	-
At October 31, 2020	**58,342,334**	**$ 2,979,913**

The value of the March 26, 2020, warrants granted of $638,816 were calculated using Black Sholes with an exercise price of $0.09 in the first three years and $0.12 in the fourth year, an expected life of four years, a volatility rate of 70.90% and a risk-free rate of 0.73%.

The value of the April 27, 2020, warrants granted of $117,205 were calculated using Black Sholes with an exercise price of $0.09 in the first three years and $0.12 in the fourth year, an expected life of four years, a volatility rate of 63.95% and a risk-free rate of 0.42%.

Management decided to extend the June 14, 2018, warrants by one year. The value of the June 14, 2018, warrant extensions were calculated using Black Sholes with an exercise price of $0.15, an expected life of one year, a volatility rate of 86.12% and a risk-free rate of 0.26%. The fair value incremental change of $122,987 was recognized.

Management decided to extend the June 30, 2020, warrants by one year. The value of the June 30, 2020, warrant extensions were calculated using Black Sholes with an exercise price of $0.17, an expected life of one year, a volatility rate of 84.69% and a risk-free rate of 0.25%. The fair value incremental change of $142,580 was recognized.

Management decided to extend the July 27, 2020, warrants by one year. The value of the July 27, 2020, warrant extensions were calculated using Black Sholes with an exercise price of $0.17, an expected life of one year, a volatility rate of 88.84% and a risk-free rate of 0.24%. The fair value incremental change of $417,252 was recognized.

For the Year Ended October 31, 2021 (Expressed in Canadian Dollars)

The breakdown of the warrants outstanding is as follows:

Number of Warrants Outstanding	Warrant Exercise Price ($)	Warrants Exercisable as of October 31, 2021	Warrant Expiry Date
22,150,000	0.09 - 0.12	22,150,000	March 26, 2024
2,966,667	0.09 - 0.12	2,966,667	April 24, 2024
25,116,667		**25,116,667**	

Stock Option Plan

As of the September 16, 2021, Annual General Meeting ("**AGM**"), the Company no longer holds a stock option plan.

As of October 31, 2021 and the date of this MD&A, the issued and outstanding shares and warrants are as follows:

	Issued and Outstanding	
	October 31, 2021	February 25, 2022
Common shares outstanding	524,185,496	**524,185,496**
Warrants	25,116,667	**25,116,667**
Fully diluted common shares oustanding	**549,302,163**	**549,302,163**

14. OFF-BALANCE SHEET ARRANGEMENTS

During the year ended October 31, 2021, the Company was not party to any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations, financial condition, revenues, expenses, liquidity, capital expenditures or capital resources of the Company.

15. CHANGES IN ACCOUNTING STANDARDS

The Company has not adopted any new accounting standard during the year ended October 31, 2021. New and revised accounting standards are described in Note 3, "*Changes in Accounting Policies, New Accounting Standards*", in the audited annual financial statements for the year ended October 31, 2021.

16. CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements, along with reported amounts of income and expenses during the period. Actual results may differ from these estimates, and as such, estimates and underlying assumptions and judgements are reviewed on an ongoing basis by management. Revisions are recognized in the period in which the estimates are revised and in any future periods so affected.

(i) Significant Assumptions and Judgements in Applying Accounting Policies

Critical judgements required in applying the Company's accounting policies that would have the most significant impact on the Company's consolidated financial statements include: determination of control and significant influence, capitalization of exploration and evaluation costs and going concern.

a) Determination of Control and Significant Influence

Per IFRS 10.5, an investor (Copper Fox) controls an investee (District Copper Corp. ("District Copper))) if they have the following:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect the amount of the investor's returns.

With Copper Fox's ownership of District Copper at 23.87% at October 31, 2021 (October 31, 2020 – 24.3%), Copper Fox does not have control over District Copper. As at and for the year ended October 31, 2021 and 2020, Copper Fox still retained significant influence over District Copper with the investment in associate being accounted for using the equity method. Subsequent to October 31, 2021, the Company ceased to have significant influence.

b) Capitalization of Exploration and Evaluation Costs

The measurement and impairment of mineral properties are based on various judgments, including, but not limited to, the technical and commercial feasibility of these properties, which incorporates various assumptions for mineral reserves and/or resources, future mineral prices and operating and capital expenditures. The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which is based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. For example, if, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the period when the new information became available.

(ii) Key Sources of Estimation Uncertainty

Significant accounts that require estimates as the basis for determining the stated amounts included, but are not limited to, deferred tax liabilities.

a) Deferred Tax Liabilities

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss,

- In respect of taxable temporary differences associated with an investment in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the liability is settled, based on tax rates (and laws) that have been enacted or substantively enacted at the reporting date.

17. APPROVAL

The Audit Committee of Copper Fox has reviewed and approved the disclosures contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it, and it is also available under our SEDAR profile at www.sedar.com.